

RAILCAR, Ltd.

Suite 315
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

(404) 352-6799
Fax (404) 352-6798

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0100627026

RAILCAR

May 15, 1995

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Attn: Mr. Vernon A. Williams
Room 2311

Re: Lease Agreement by and between Railcar, Ltd. and
Gateway Western Railway Company

Dear Mr. Williams:

Enclosed herewith are two (2) originally executed and notarized copies of a Summary Lease Agreement by and between Railcar, Ltd., a Georgia corporation, as Lessor, and Gateway Western Railway Company, an Illinois corporation, as Lessee. The Lease is for three (3), used 100-ton, 60 foot RBL boxcars bearing the reporting marks and car numbers GWWR 2169, GWWR 2184 and GWWR 2221.

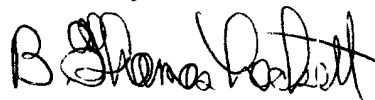
The address of the parties are as follows:

Railcar, Ltd. (Lessor)
1819 Peachtree Road, N.E., Suite 315
Atlanta, Georgia 30309

Gateway Western Railway Company (Lessee)
15 Executive Drive
Suites 8 & 9
Fairview Heights, Illinois 62208

I would appreciate your recording the enclosed Summary Lease Agreement and returning one (1) copy to me. A check for the filing fee in the amount of \$ 21.00 is enclosed.

Sincerely,



B. Thomas Lockett
Controller

BTL/jfh

Enclosures: (2) Original Copies Of Summary Lease Agreements
Check

**MEMORANDUM OF
LEASE AGREEMENT**

1. This Lease Agreement is made and entered into as of April 7, 1995, by and between Railcar, Ltd., a Georgia Corporation, acting as agent for C. K. Industries, Inc. and Gateway Western Railway Company, an Illinois corporation.

2. Railcar, Ltd. agrees to lease to Gateway Western Railway Company and Gateway Western Railway Company agrees to and hereby lease from Railcar, Ltd., the following:

Three (3) Used 100-ton, 60 foot RBL boxcars bearing GWWR reporting mark and car numbers 2169, 2184 and 2221.

3. The address of the parties are as follows:

Railcar, Ltd. (Lessor)
1819 Peachtree Road, N.E.
Suite 315
Atlanta, Georgia 30309

Gateway Western Railway Company (Lessee)
15 Executive Drive
Suites 8 & 9
Fairview Heights, Illinois 62208

4. The term of this Lease Agreement is for seven (7) years.

5. The terms and provisions of this Lease Agreement, are more particularly set forth in a Lease Agreement of even date by and between Railcar, Ltd. and Gateway Western Railway Company.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be executed as of the day and year first above written.

Railcar, Ltd., acting as agent for C. K. Industries, Inc. (Lessor)

By: _____

Wilds L. Pierce, President

[CORPORATE SEAL]

Gateway Western Railway Company, (Lessee)

By: _____

Title: _____

[CORPORATE SEAL]

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 10th day of May, 1995, before me personally appeared Wilds L. Pierce, to me personally known, who being by me duly sworn says that he is President of Railcar, Ltd., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jay I. Hardin
Notary Public

Notary Public, Coweta County, Georgia
My Commission Expires March 30, 1999

STATE OF Illinois)
) ss
COUNTY OF St. Clair)

On this 9th day of May, 1995, before me personally appeared Thames King, to me personally known, who being by me duly sworn says that he is VP Finance of Gateway Western Railway Company that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Peggy Walsh
Notary Public

